

**ARTICLES OF INCORPORATION**  
**OF**  
**FM HOLDINGS, INC.**

The undersigned, desiring to form a nonprofit corporation under the provisions of the KRS 14A and KRS 273, the undersigned applies to qualify and does hereby adopt the following Articles of Incorporation:

**ARTICLE 1**  
**Name of Corporation**

The name of the corporation is FM Holdings, Inc. (the "Corporation").

**ARTICLE 2**  
**Purposes and Powers**

The Corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c) of the Internal Revenue Code, as amended (the "Code").

The particular purpose of the Corporation is to develop, own and operate a continuing care retirement community serving the aging adult population of Northern Kentucky and Greater Cincinnati (the "Community"). The Community will provide independent living, assisted living, memory care and skilled nursing care to its residents and will provide a seamless transition along the continuum of care. The Community will integrate care models into a supportive living environment for aging adults and will improve health, avoid unnecessary hospital admissions and reduce the cost of post-acute care.

The Corporation is also authorized to do any and all things, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of KRS 273, or any other applicable law or statute of the Commonwealth of Kentucky, or Section 501(c) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

### ARTICLE 3

#### Duration

The Corporation shall have perpetual duration.

### ARTICLE 4

#### Board of Directors

The business and affairs of the Corporation shall be governed by a Board of Directors, and the number of directors constituting the initial Board of Directors is three (3). The names and addresses of the initial Board of Directors are as follows:

Garren Colvin, One Medical Village Drive, Edgewood, Kentucky 41017  
Gary Blank, One Medical Village Drive, Edgewood, Kentucky 41017  
Lori Ritchey-Baldwin, One Medical Village Drive, Edgewood, Kentucky 41017

### ARTICLE 5

#### Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 109 East 4<sup>th</sup> Street, Covington, Kentucky 41011 and the name of the initial registered agent at such address is Angela M. Gates.

### ARTICLE 6

#### Principal Office

The mailing address of the principal office of the Corporation is 1 Medical Village Drive, Edgewood, Kentucky 41017.

### ARTICLE 8

#### Distribution of Assets Upon Dissolution

If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefor;

(b) All of the remaining assets shall be distributed to one or more nonprofit corporations performing similar purposes and having similar objectives as the Corporation, provided that such corporation is then organized and operated exclusively for one or more exempt

purposes within the meaning of Section 501(c)(3) of the Code at the time of dissolution as determined by the Board of Directors.

ARTICLE 9  
Incorporator

Angela M. Gates whose address is 109 East 4<sup>th</sup> Street, Covington, Kentucky 41011 is the sole incorporator of the Corporation.

I, Angela M. Gates, consent to serve as the registered agent on behalf of the corporation.

Angela M. Gates  
Angela M. Gates, Registered Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13<sup>th</sup> day of May, 2022.

Angela M. Gates  
Angela M. Gates, Incorporator